

Minutes of the meeting of the Audit and Compliance Committee of the Board of Directors of the Cook County Health and Hospitals System held Thursday, June 20, 2019 at the hour of 9:00 A.M. at 1950 W. Polk Street, in Conference Room 5301, Chicago, Illinois.

I. Attendance/Call to Order

Chair Koetting called the meeting to order.

Present: Chair Mike Koetting and Directors Ada Mary Gugenheim; Robert G. Reiter, Jr.; and Layla P. Suleiman Gonzalez, PhD, JD (4)

Telephonically Present: Directors Mary B. Richardson-Lowry and Sidney A. Thomas, MSW

Board Chair M. Hill Hammock (ex-officio)

Absent: Director Hon. Dr. Dennis Deer, LCPC, CCFC (1)

Additional attendees and/or presenters were:

Ekerete Akpan – Chief Financial Officer
Cathy Bodnar – Chief Corporate Compliance and Privacy Officer
Ryan Caldwell - RSM
Debra Carey – Deputy Chief Executive Officer, Operations
Pat Kitchen - RSM

Jeff McCutchan –General Counsel
Deborah Santana – Secretary to the Board
Tom Schroeder – Director of Internal Audit
John Jay Shannon, MD – Chief Executive Officer (telephonically)

II. Public Speakers

Chair Koetting asked the Secretary to call upon the registered public speakers.

The Secretary responded that there were none present.

III. Report from Chief Corporate Compliance and Privacy Officer (Attachment #1)

Cathy Bodnar, Chief Corporate Compliance and Privacy Officer, provided an overview of the information contained in the Report and related action items under Agenda Item IV(A). The Committee reviewed and discussed the information.

The report included information on the following subjects:

- Metrics/Annual Reports:
 - Cook County Health as a Provider of Health Care Services
 - CountyCare Medicaid Health Plan
- Work Plan Activity
- Action – Review and Approvals (Agenda Item IV(A))
 - Code of Ethics (Review Only)
 - Audit and Compliance Committee Charter
 - Corporate Compliance Governance Reporting
 - Corporate Compliance Hot Line Charter

III. Report from Chief Corporate Compliance and Privacy Officer (continued)

With regard to the Corporate Compliance Hot Line Charter, Ms. Bodnar noted that it is being brought to the Committee for approval at this time, but because it is an operational charter, she recommends that the future state for this Charter be managed through Cook County Health's Compliance Executive Committee.

During the review of the information on slide 7 of the presentation, regarding projects involving safeguarding protected health information, Director Richardson-Lowry suggested that staff look for federal grant funding opportunities that could provide additional resources for those projects.

IV. Action Items

A. Corporate Compliance Action Items

- **Receive and File Code of Ethics for Cook County Health** (Attachment #2)
- **Approval of Audit and Compliance Committee Charter** (Attachment #3)
- **Approval of Policy on Corporate Compliance Reporting to the Governance Authorities of Cook County Health** (Attachment #4)
- **Approval of Corporate Compliance Hot Line Charter** (Attachment #5)

Director Reiter, seconded by Director Gugenheim, moved to approve the Audit and Compliance Committee Charter; the Policy on Corporate Compliance Reporting to the Governance Authorities of Cook County Health; and the Corporate Compliance Hot Line Charter. THE MOTION CARRIED UNANIMOUSLY.

B. Minutes of the Audit and Compliance Committee Meeting, March 15, 2019

An amendment was made to the minutes to correct an error. Within the minutes, Director Suleiman Gonzalez was listed as making the motion to approve the Internal Audit Charter; however, she was absent at that meeting. That motion now properly reflects that Director Reiter made the motion to approve.

Director Reiter, seconded by Director Gugenheim, moved to approve the minutes of the Audit and Compliance Committee Meeting of March 15, 2019, as amended. THE MOTION CARRIED UNANIMOUSLY.

C. Any items listed under Sections IV and V

V. Closed Meeting Items

A. Report from Director of Internal Audit

B. Discussion of Personnel Matters

Director Reiter, seconded by Director Gugenheim, moved to recess the open meeting and convene into a closed meeting, pursuant to the following exceptions to the Illinois Open Meetings Act: 5 ILCS 120/2(c)(1), regarding "the appointment, employment, compensation, discipline, performance, or dismissal of specific employees of the public body or legal counsel for the public body, including hearing testimony on a complaint lodged against an employee of the public body or against

V. Closed Meeting Items (continued)

legal counsel for the public body to determine its validity,” and 5 ILCS 120/2(c)(29), regarding “meetings between internal or external auditors and governmental audit committees, finance committees, and their equivalents, when the discussion involves internal control weaknesses, identification of potential fraud risk areas, known or suspected frauds, and fraud interviews conducted in accordance with generally accepted auditing standards of the United States of America.”

On the motion to recess the open meeting and convene into a closed meeting, a roll call was taken, the votes of yeas and nays being as follows:

Yeas: Chair Koetting and Directors Gugenheim and Reiter (3)

Nays: None (0)

Absent: Directors Deer and Suleiman Gonzalez* (2)

* Director Suleiman Gonzalez was not present when the roll call on the motion to go into a closed meeting was taken, but was present during the closed meeting.

THE MOTION CARRIED UNANIMOUSLY and the Committee convened into a closed meeting.

Chair Koetting declared that the closed meeting was adjourned. The Committee reconvened into the open meeting.

VI. Adjourn

As the agenda was exhausted, Chair Koetting declared the meeting ADJOURNED.

Respectfully submitted,
Audit and Compliance Committee of the Board of Directors of the
Cook County Health and Hospitals System

XXXXXXXXXXXXXXXXXXXXXXXXXXXX
Mike Koetting, Chair

Attest:

XXXXXXXXXXXXXXXXXXXXXXXXXXXX
Deborah Santana, Secretary

Requests/Follow-up:

There were no requests for follow-up at this meeting.

Cook County Health and Hospitals System
Audit and Compliance Committee Meeting
June 20, 2019

ATTACHMENT #1

Corporate Compliance Report

Audit & Compliance Committee of the Board of Directors

June 20, 2019



Meeting Objectives

Review

Metrics

- Cook County Health as a Provider of Health Care Services
- CountyCare Medicaid Health Plan

Work Plan Activity

Action

Review and Approvals

- Code of Ethics (Review Only)
- Audit & Compliance Committee Charter
- Corporate Compliance Governance Reporting
- Corporate Compliance Hot Line Charter

Metrics

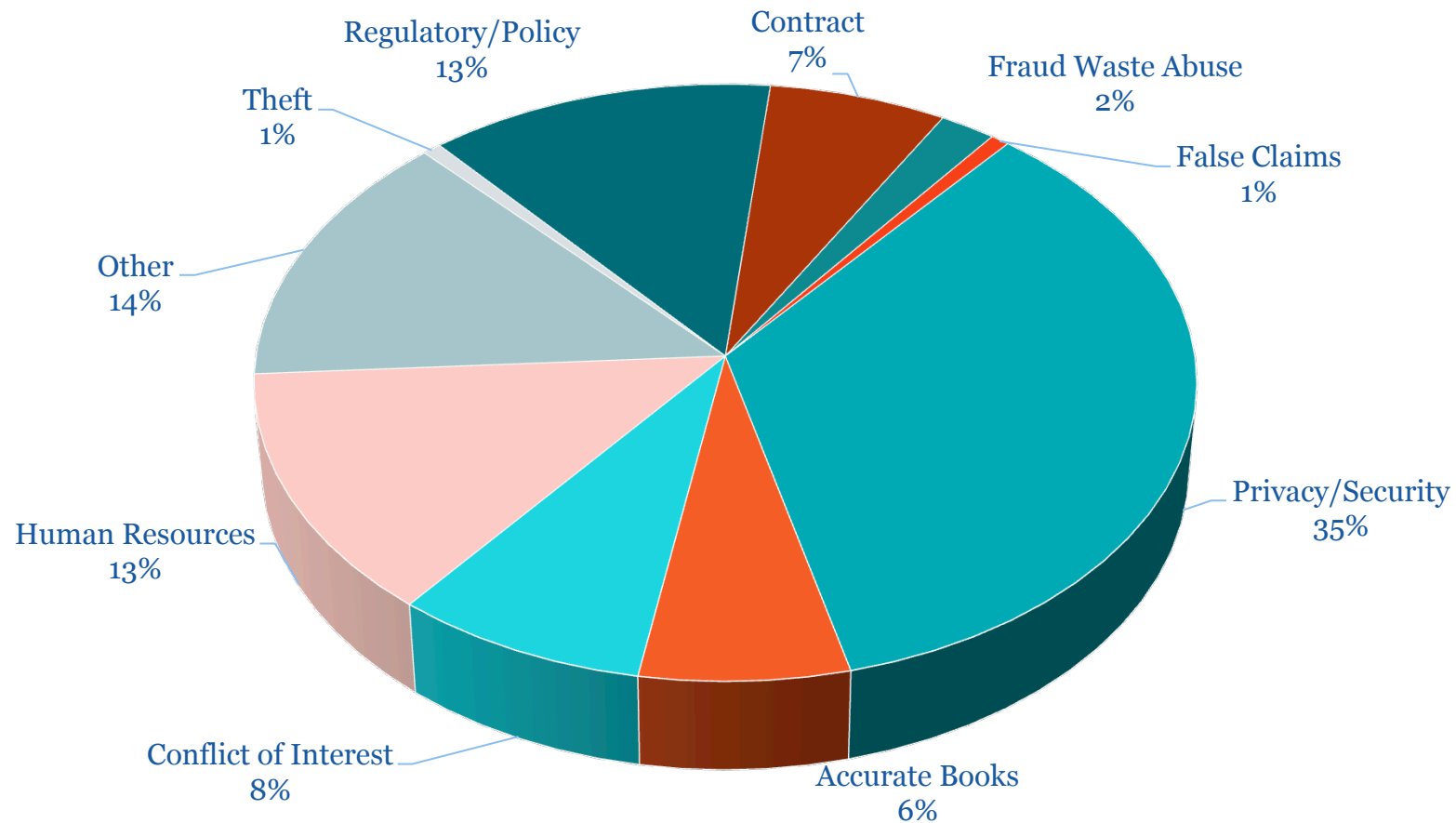
Cook County Health as a Provider of Care
CountyCare Medicaid Health Plan



COOK COUNTY
HEALTH

F-YTD 2019 Contacts by Category

CCH as a Provider of Care

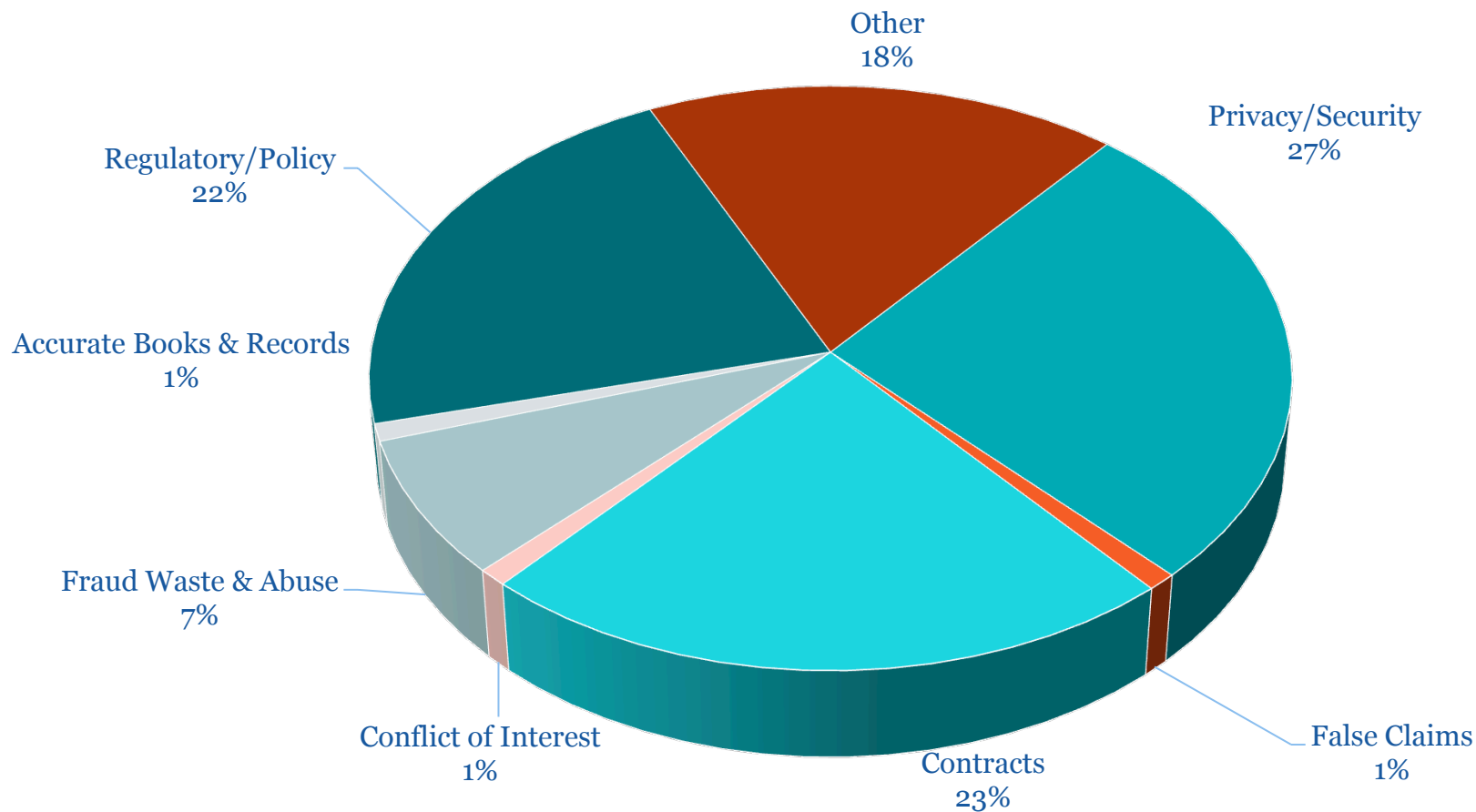


Categories	
Privacy/Security (HIPAA)	100
Human Resources	38
Regulatory/Policy	37
Conflict of Interest	23
Contracts	19
Accurate Books	19
Fraud Waste & Abuse	6
False Claims	2
Theft	2
Other	40
286	



F-YTD 2019 Contacts by Category

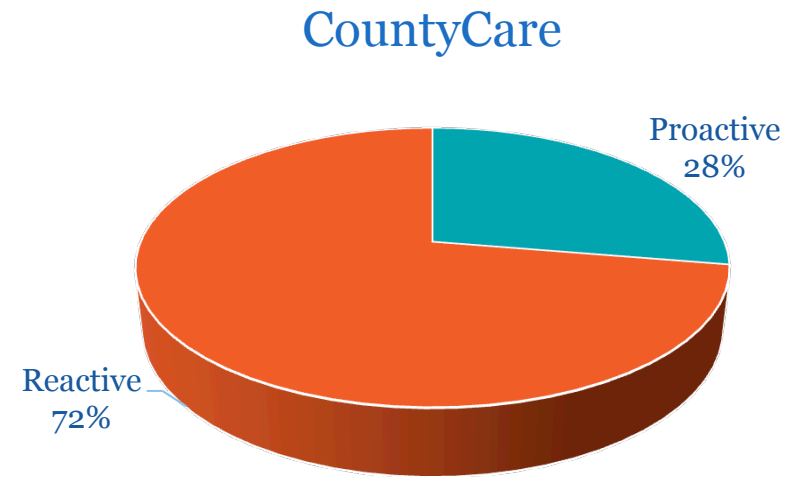
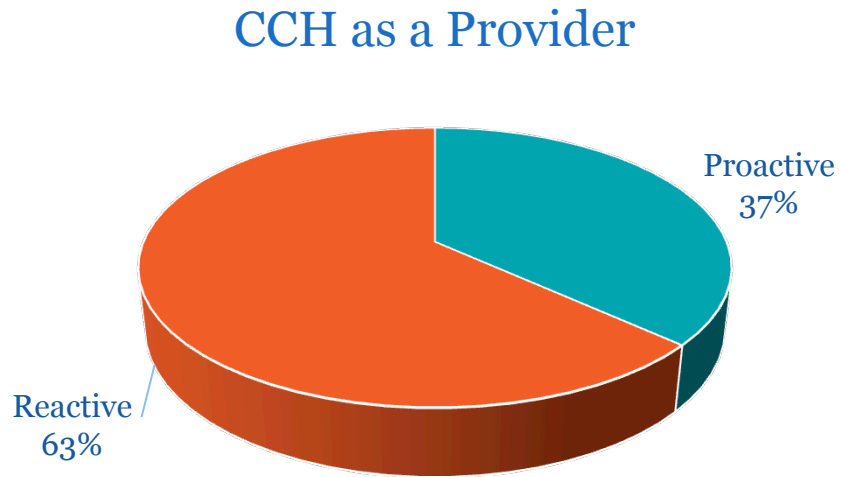
CountyCare Health Plan



Categories	
Privacy/Security (HIPAA)	28
Contracts	24
Regulatory/Policy	23
Fraud Waste & Abuse	8
Accurate Books & Records	1
Conflict of Interest	1
False Claims	1
Other	19
	105

F-YTD 2019 Proactive vs. Reactive Contact Activity

- Reactive activities are unanticipated contacts, queries, or concerns.
- Proactive activities anticipate possible issues.



While proactive activity is optimal, reactive activity is not viewed negatively by Corporate Compliance. A majority of reactive contacts indicate awareness of the Compliance Program as an organizational resource.

Work Plan Activity - System

Additional projects

- Transitioning and building Compliance Tracking Tool
- Monitoring sanction/exclusion screenings (Employee and Vendor)
- Determining compliance requirements as a First Tier Downstream Entities
- Safeguarding Protected Health Information
 - Providing compliance and privacy refresher training to departments as needed
 - Partnering with HIS to evaluate compliance concerns with issues such as texting and patient portal availability for minors.
 - Creating templates for HIPAA authorizations and provide guidance to healthcare providers on obtaining an authorization prior to any publication
 - Developing offshore questionnaires for vendors
- Participating in local and national compliance workgroups

Work Plan Activity - CountyCare

Additional accomplishments

- Directing Fraud, Waste, Abuse, and Financial Misconduct Activities with Delegated Vendors
 - Providing guidance to CountyCare in transition to new PBM (MedImpact)
- Monitoring the health plan/insurance environment
 - Meeting regularly Illinois Association of Medicaid Health Plans (IAMHP) and the National Insurance Crime Bureau (NCIB)
 - Collaborating with other Medicaid Health Plan Special Investigation Units (SIU) locally and nationally with the Healthcare Fraud Prevention Partnership (HFPP)
 - Meeting/reporting quarterly with Healthcare Family Services (HFS), HFS Office of Inspector General, Medicaid Fraud Control Unit, and the Attorney General
- Transferring Grievances, Appeals, and State Fair Hearings to Clinical Services/Quality
- Disseminating annual compliance attestations for CountyCare Delegated Vendors
 - Incorporating offshore questions to vendors



Action Needed

Review and Approvals



COOK COUNTY
HEALTH

Code of Ethics

Summary

- Establishes a foundation for actions and decisions made by CCH
- Provides basic guidance to meet professional standards and compliance with all applicable laws and regulations

Action

- Receive and File



COOK COUNTY
HEALTH

CODE OF ETHICS

The Cook County Health's Code of Ethics outlines our expectations of everyone within Cook County Health (CCH), whether you are a part of the health and hospitals side of the system or part of the insurance plan. This applies to all CCH personnel, whether you are employed by the CCH or if you represent CCH in any way, this includes ~~but is not limited to~~ Board-delegated authority, volunteers, students, independent contractors, consultants, and other business partners (vendors) who are not employees but are working at CCH.

We will conduct ALL our interactions respectfully, responsibly, honestly, professionally, and in compliance with laws, regulations, and policies of the organization.

All personnel are expected to uphold honest and ethical behavior, comply with laws, regulations, and system policies, and to fulfill their responsibilities as important members of the CCH organization. CCH management also has a duty to conduct business with integrity, to act responsibly and to be accountable for their decisions and actions made on behalf of CCH. Management is also expected to provide an environment where personnel can feel comfortable raising concerns and reporting actual or potential instances of wrongdoing without the fear of retaliation.

Compliance with the Code of Ethics is required.

Failure to comply with the standards established and outlined by this Code of Ethics or to cooperate with CCH leadership regarding activities related to this Code may subject individuals to disciplinary action up to and including discharge of employment or termination of the written contract. Personnel who violate certain principles outlined in this Code may also be subject to fines and penalties imposed by the county, state and Federal government.

CCH Corporate Compliance is responsible for the final interpretation of this Code and will decide necessity for reviews and revisions.

This Code outlines the culture and principles that are expected from EVERYONE.

A. QUALITY OF CARE

We will,

- Treat each patient and plan member with dignity, courtesy and respect. We make no distinction in the availability of services; the admission, transfer or discharge of patients; or in the care we provide based on age, gender, disability, race, color, religion, national origin, or any other characteristic protected by law.
- Provide a safe environment staffed by skilled and compassionate health care professionals who uphold standards of professional practice throughout all our facilities and programs.
- Promote the delivery of the highest quality of care that is both necessary and appropriate, within our capabilities and capacity, to patients and health plan members.


Audit & Compliance Committee Charter

Summary

- Outlines delegated oversight responsibilities
- Ensures policies and procedures have been implemented to support compliance with applicable laws and regulations.

Action

- Request for Approval

 COOK COUNTY HEALTH		Category: GOVERNANCE	
Subject: CORPORATE COMPLIANCE		Page 1 of 4	Policy #: CC.
Title: AUDIT & COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS CHARTER		Approval Date:	Posting Date:

This document sets forth the duties and responsibilities, and governs the operations of the Audit & Compliance Committee of the Board of Directors of Cook County Health (CCH).

PURPOSE

CCH Chief Executive Officer (CEO) and the Board of Directors (Board) are committed to the proper oversight of our Audit and Compliance programs. In furtherance of this objective, the Board initiated an Audit and Compliance Committee (Committee)¹ composed of independent directors.

The purpose of the Committee is to provide oversight to the CCH internal audit and corporate compliance programs and monitor that systems are in place to ensure the quality of information used by the Board of CCH or by external agencies to evaluate the fiscal affairs and regulatory compliance. Additionally, the Audit and Compliance Committee will provide oversight to ensure the Board of Directors and management of CCH establishes a culture based on honesty and integrity.

The Committee shall advise the Board in matters relating to:


Corporate Compliance Governance Reporting

Summary

- Provides a framework for reporting Corporate Compliance Program activities to the Board of Directors through the Audit & Compliance Committee and Chief Executive Officer
- Establishes formal reporting requirements through written reports and meeting minutes

Action

- Request for Approval

 COOK COUNTY HEALTH		Category: GOVERNANCE	
Subject: CORPORATE COMPLIANCE		Page 1 of 3	Policy #: CC.
Title: CORPORATE COMPLIANCE REPORTING TO THE GOVERNANCE AUTHORITIES OF CCH		Approval Date:	Posting Date:

PURPOSE
Cook County Health (collectively, "CCH") is committed to high ethical and moral standards, as well as ethical and legal business conduct at all levels of the organization. The Office of Corporate Compliance functions to prevent and detect violations of applicable laws and regulations. Therefore, it is the policy of CCH to have in place a system for reporting Corporate Compliance activities to the CCH Board of Directors (Board) through the Audit & Compliance Committee and the CCH Chief Executive Officer (CEO).

AFFECTED AREAS
This policy applies to the Office of Corporate Compliance, CCH Board of Directors, and the CCH CEO.

POLICY
A. The Board has an obligation with respect to the duty of care, which arises in two distinct contexts:

1. The decision-making function – application of duty of care principles to a specific decision made by the Board or action performed by the Board; and
2. The oversight function – application of the duty of care principles in relation to the Board's general activity with respect to business operations (e.g. exercising reasonable care to assure that CCH senior leadership carry out their management responsibilities and comply with the law).


Corporate Compliance Hot Line Charter

Summary

- Supports effective lines of communication, an essential element of a compliance program
- Provides a confidential mechanism for workforce members to report concerns and allows reporters to remain anonymous
- Compels the Corporate Compliance Program to promptly and properly address and resolve compliance concerns brought to their attention

Action

- Request for Approval

 COOK COUNTY HEALTH		Category: CCH SYSTEM WIDE	
Subject: COMPLIANCE PROGRAM HOT LINE		Page 1 of 2	Policy #: CC.
Title: COMPLIANCE PROGRAM HOT LINE CHARTER		Approval Date:	Posting Date:

PURPOSE

A primary function of the Corporate Compliance Program is to ensure that workforce members have an outlet to report problems and concerns if other processes are ineffective or inappropriate. The Corporate Compliance Hot Line is one mechanism to allow workforce members to report concerns confidentially, reporters may remain anonymous, thereby avoiding potential retaliation.

To support effective lines of communication, a hot line should be available to all workforce members 24/7 with both telephonic and electronic access; information about accessing the hot line should be conspicuously posted.

Matters reported through the hot line or other communication sources that suggest substantial violations of compliance policies, regulations, or statutes should be documented and investigated promptly to determine their veracity.

Cook County Health (CCH) has established and will maintain a Corporate Compliance Hot line function that meets the following terms:

- The Chief Compliance & Privacy Officer or designee is charged with ensuring that all issues reported to the Corporate Compliance Hot Line via telephone calls, via the online reporting method, or via other communication methods shall be acted upon in a timely fashion as required by CCH policies and procedures.
- All those who contact the hot line operation shall be assured anonymity, or in the case where the contact identifies themselves, confidentiality.

Questions?



Cook County Health and Hospitals System
Audit and Compliance Committee Meeting
June 20, 2019

ATTACHMENT #2



**CODE OF ETHICS
SUMMARY DOCUMENT**

- Establishes a foundation for actions and decisions made by CCH
- Provides basic guidance to meet professional standards and compliance with all applicable laws and regulations

CODE OF ETHICS

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We will conduct ALL our interactions respectfully, responsibly, honestly, professionally, and in compliance with laws, regulations, and policies of the organization.

All personnel are expected to uphold honest and ethical behavior, comply with laws, regulations, and system policies, and to fulfill their responsibilities as important members of the CCH organization. CCH management also has a duty to conduct business with integrity, to act responsibly and to be accountable for their decisions and actions made on behalf of CCH. Management is also expected to provide an environment where personnel can feel comfortable raising concerns and reporting actual or potential instances of wrongdoing without the fear of retaliation.

Compliance with the Code of Ethics is required.

Failure to comply with the standards established and outlined by this Code of Ethics or to cooperate with CCH leadership regarding activities related to this Code may subject individuals to disciplinary action up to and including discharge of employment or termination of the written contract. Personnel who violate certain principles outlined in this Code may also be subject to fines and penalties imposed by the county, state and Federal government.

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This Code outlines the culture and principles that are expected from EVERYONE.

A. QUALITY OF CARE

We will,

- Treat each patient and plan member with dignity, courtesy and respect. We make no distinction in the availability of services; the admission, transfer or discharge of patients; or in the care we provide based on age, gender, disability, race, color, religion, national origin, or any other characteristic protected by law.
- Provide a safe environment staffed by skilled and compassionate health care professionals who uphold standards of professional practice throughout all our facilities and programs.
- Promote the delivery of the highest quality of care that is both necessary and appropriate, within our capabilities and capacity, to patients and health plan members.
- Communicate through teamwork and collaboration to promote quality care and patient safety.
- Protect the privacy of our patients and health plan members by complying with all federal and state laws, organizational policies.
- Commit to timely, thorough, and accurate medical record documentation that supports the quality care provided to our patients and plan members.
- As a provider of care, we will follow the requirements of the Emergency Medical Treatment and Labor Act, also known as EMTALA, by providing for an appropriate medical screening examination to determine whether or not an individual requesting such examination has an emergency medical condition and if the patient is determined to have an emergency medical condition, the patient will receive treatment within CCH capabilities and capacity until the condition is stabilized or an appropriate transfer to another facility can be made. CCH will accept an appropriate transfer of a patient who requires its specialized capabilities or facilities if CCH has the capacity to treat the patient.
- Comply with all laws, regulations and organization policies required to promote workplace safety. These policies are in place to protect patients, visitors, and personnel.

B. RESEARCH

We will,

- Carry out research involving human subjects in an ethical manner with the utmost integrity in accordance with federal regulations and organizational policies and procedures.
- Obtain approval for all research activities in advance by the Institutional Review Board of the Cook County Health and Hospital System and by CCH leadership.

C. ACCURATE RECORDS and RECORD RETENTION

We will,

- Maintain complete and accurate books and records, this includes but is not limited to patient, employment, financial, and business records.
- Preserve and protect the privacy and confidentiality of all records, including patient, employee, and business information in accordance with county, state, and federal laws and regulations and organization policies.
- Record assets and liabilities and business expenses with accuracy and completeness. There shall be no undisclosed or unrecorded fund or asset in any amount for any purpose; no false or artificial entries for any purpose; and no payment shall occur, or purchase price be agreed to, with the intention or understanding that any part of such payment is for anything other than that described in the document supporting the payment.
- Document CCH business expenses properly and promptly with accuracy and completeness on expense reports in accordance with the applicable policy.
- Complete truthful time reporting indicating the correct and actual number of hours worked.
- Maintain all books and records in an accurate, complete and timely manner. Furthermore, as a government entity, we are subject to laws that require that certain records be retained for differing periods of time. It is our duty to comply with all policies regarding record retention, as well as all applicable laws.
- Commit to complete and accurate medical record documentation for each patient treated. In order to ensure that medical records can support all of their various purposes, it is extremely important that the records be timely, thorough and accurate.

D. CONFIDENTIALITY

We will,

- Safeguard our patient's Protected Health Information (PHI) as well as CCH proprietary (private) information. Examples of proprietary (confidential) information include but are not limited to: financial accounting, acquisitions, personnel files from human resources, intellectual property, information generated and contained within information systems or other internal records. Confidential information also includes any information that may not be obtained upon requests filed under the Illinois Freedom of Information Act (5 ILCS 140).
- Limit the use and disclosure of confidential information to the minimum amount necessary to carry out job responsibilities.
- Protect any and all electronic records within information systems or stored on electronic devices. Electronic devices includes but is not limited to portable electronic devices, such as laptops, tablets, smart phones, CDs, flash drives, jump drives, back-up tapes, etc.
- Utilize passwords and encryption process to protect all confidential information. We will never share our passwords.
- Use the utmost caution when communicating verbally and electronically. We shall comply with all facets of the Health Insurance Portability and Accountability Act (HIPAA) regulations and organizational policies.
- Be attentive to any documentation that contains social security numbers throughout the organization and carefully protect the confidentiality of this information in accordance with the Identity Protection Act.

We will **NEVER**,

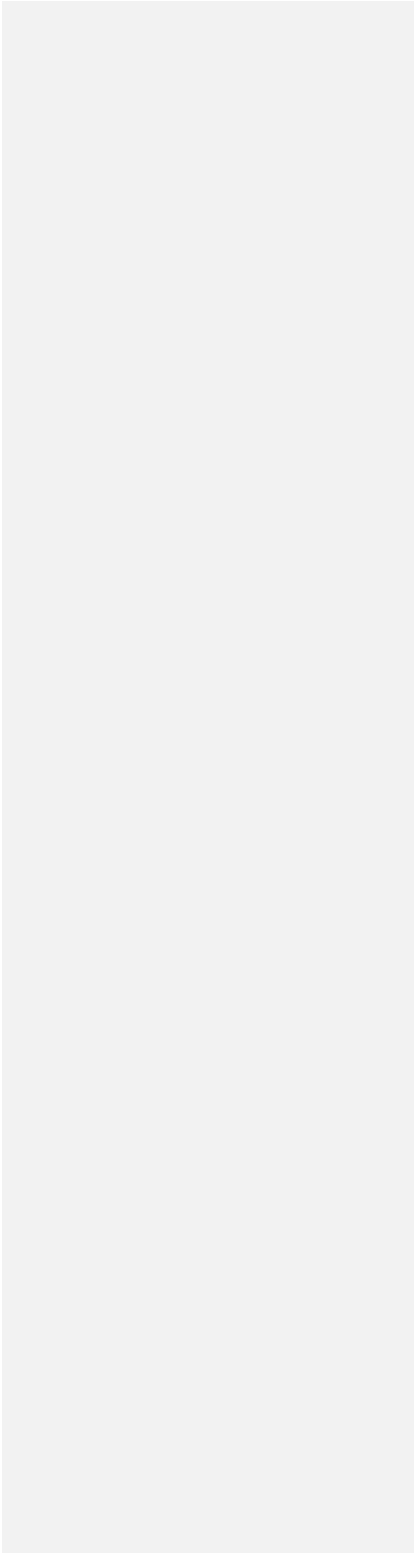
- Share or discuss confidential information outside CCH unless it is for approved business-related purposes or the disclosure is required by law.
- Misuse or disclose confidential or proprietary (private) information, including patient or personnel records, hospital reports or tests, and any departmental files, documents, or data in financial reports and records.

E. FRAUD, WASTE, AND ABUSE

Instances of fraud, waste, or abuse are strictly prohibited and will not be tolerated.

We will,

- Be consistently committed to prevent fraud, waste, and abuse recognizing we have obligations under many laws and regulations on local, state, and federal levels.
- Conduct all business and professional activities free of actual conflicts of interest, or the appearance of conflicts of interest, without favoritism or preference based on personal considerations. We will comply with the Conflict of Interest policy and we must disclose any actual or potential conflicts of interest.
- Submit accurate claims that follow policies and governmental guidance. This includes, but is not limited to accurate Medicare cost reports.
- Follow ethical coding practices by using defined coding methodologies pursuant to state and federal laws and regulations and in accordance with professional coding guidelines.
- Submit claims for medically necessary services and take steps to ensure that all claims are accurate and correctly identify the services ordered by a physician or other appropriately licensed individual.
- Should an error occur, we will promptly return all overpayments, whether governmental or private payer, and we will refund deductibles and co-payments.
- Commit to comply with laws, regulations, and policies that relate to contracts and arrangements with referral sources.
- Comply with anti-trust laws, including, but not limited to, restrictions concerning price information, referral, and discriminatory pricing.



We will **NEVER**,

- Engage in any conduct or scheme to cheat or defraud any health care program or governmental agency or falsify or conceal any facts concerning the delivery of services or payments of benefits in connection with any health care program.
 - Prevent an individual from making reports for alleged facility mismanagement or fraudulent activities.
 - Make false statements of any kind in any claim, cost report or application for health care benefits or retain any funds, on behalf of CCH, from federal, state or private insurance programs that employees or other personnel knows have not been properly paid.
 - Knowingly submit, on behalf of CCH, any claim for health care benefits if the employees or other personnel has reason to believe that the services were not medically necessary.
 - Present a claim on behalf of CCH to any governmental agency or other payer that is for an item or service that an individual knows was not provided or make any false representations regarding coverage of any patient services.
- Offer to pay any source for referrals to CCH for services or receive or attempt to receive payments from any source for referrals of individuals to other organizations.

F. SCREENING

We will,

- Require mandatory excluded provider/sanction checks on potential and current employees and other personnel to ensure services provided by excluded entities will not be paid under any governmental health care program, on or after the effective date of exclusion.
- Similarly we will perform excluded provider/sanction checks on potential and current vendors to ensure services provided by excluded entities will not be paid under any governmental health care program, on or after the effective date of exclusion.

G. ETHICS AND DISCLOSURES

We will,

- Maintain high ethical standards and comply with all federal, state and local laws, including the Cook County Ethics Ordinance.
- Only engage in financial arrangements that compensate for fair market value for the services to our organization.
- Require CCH employees to complete a Conflict of Interest Disclosure Form upon being hired and then at least annually, or sooner if changes occur, during their employment with CCH.
- Accept other employment that would hinder an employee's independence of judgment in the exercise of CCH organizational duties or that would impair his or her ability to perform CCH organizational duties.

We will **NEVER**,

- Offer or accept any offer of an incentive that violates the federal anti-kickback statute or other similar federal or state statute or regulation
- Make, participate in making or in any way attempt to use our position to influence any actions or business decisions when we know, have reason to know or should know that we will personally benefit from those actions.
- Represent a person, or have an economic interest in the representation of a person, involved in any formal or informal proceeding (including judicial or quasi-judicial proceedings) or transaction with CCHS where the person's interest is directly adverse to that of CCH.
- Solicit, accept, receive or agree to receive, either directly or indirectly, anything of value, including but not limited to money, gifts, favors or promise of future employment, based upon any mutual understanding, either explicit or implicit, that would influence our actions, decisions or judgments on behalf of CCH.
- Carry out business or have any type of financial interest in any business activity that involves any of CCH operations or business.
- Ask for and/or accept any money or anything of value including, but not limited to, gifts, favors, services or promises of future employment, in return for advice or assistance on matters concerning CCH operations or business.
- Do business or have any type of financial interest in any business activity that involves any of CCH operations or business.
- Make referrals for health services to an entity in which we individually have or an immediate family member has a financial relationship.

H. PERSONNEL PRACTICES

We will,

- Follow the Personnel Rules and Human Resource policies.
- Promote an environment without discrimination based upon race, color, religion, sex, national or ethnic origin, age, disability, sexual orientation, pregnancy status or medical condition, marital status, mental or physical disabilities or any other characteristics protected by law, when hiring or conducting any other activities.
- Commit to a safe environment free from harassment or violence of any kind. Verbal, physical or visual disruptive behavior is strictly prohibited.

We will **NEVER**,

- Permit unlawful political contacts, unlawful political discrimination, and the use of political reasons or factors in any personnel actions affecting positions unless such positions are legally exempt from such prohibitions.
- Participate in any personnel decision, including the employment, whether paid or unpaid, of a person who is an immediate family member, civil union partner, or domestic partner.

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- [Engage in or permit the unauthorized use of County-owned or County-leased property. Property will only be used for Official County business.](#)

I. POLITICAL ACTIVITY

We will,

- Fully and completely follow the rules set forth in the Cook County Ethics Ordinance involving political activity.

We will **NEVER**,

- Compel, coerce or intimidate any individual or company to make or refrain from making any political contribution.
- Solicit any political contribution from employees or other personnel, the spouses, domestic partners or civil union partners of or immediate family living with the employee or other personnel.
- Serve on the political fundraising committee of any elected official or candidate for County office.
- Misappropriate any system resources, this includes personnel, by engaging in any prohibited political activity for the benefit of any campaign for elective office or any political organization.

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Deleted: No employee or Personnel with decision-making authority shall

J. EDUCATION AND TRAINING

We will,

- Train CCH personnel, including officers, directors, members of committees with Board-delegated authority, employees, volunteers, and members of the CCH medical staff or house staff, researchers, students, and agency personnel on our Code of Ethics.
- Remind everyone that compliance is the responsibility of each and every one of us.
- Hold leadership accountable for the ongoing communication of these standards, as outlined in this Code of Ethics, to employees and others and to promote the culture of compliance.

K. DUTY TO REPORT VIOLATIONS AND NON-RETALIATION (PROTECTIONS FOR REPORTERS)

You have a responsibility to,

- Report, in good faith, instances of wrongdoing without the fear of retaliation including the fear of being discharged, threatened or otherwise discriminated against regarding compensation, terms, conditions, location or privileges of employment in accordance with organizational policies, county, state, and federal laws and regulations, such the Deficit Reduction Act, and the Illinois Whistleblower Reward and Protection Act, and the Cook County Code of Ethical Conduct.
- Immediately raise concerns internally to report actual or potential instances of wrongdoing so that an investigation, followed by appropriate corrective action, may be taken.
- Report internally to your immediate supervisor, the Corporate Compliance Hotline, the Chief Compliance Officer or a member of the Audit and Compliance Committee of the Board of Directors. [You may also contact the Cook County Board of Ethics or the Office of the Independent Inspector General of Cook County.](#)
- Always cooperate in any investigation, it is your duty. Failure to cooperate in an investigation will subject the individual to disciplinary action up to and including discharge of employment or termination of the written contract

You must **NEVER**,

- Engage in any type of retaliation against any individual who reports, in good faith, an instance of wrongdoing.
- Make a false allegation of an instance of wrongdoing. Should it be determined that the reporter knowingly and intentionally made a false allegation on an instance of wrongdoing, CCH will take appropriate corrective action against the individual, up to and including termination.

Corporate Compliance will,

- Keep compliance concerns confidential.
- Investigate concerns promptly.
- Protect those who report compliance concerns in good faith – this is the promise and the duty of the Compliance Program.

We are individually and collectively responsible to report compliance concerns.

We must do the right thing because it's the right thing to do.

If you have any questions regarding the Code of Ethics or if you are aware of any violations of the Code, contact

- your supervisor,
- a concern related department (such as Human Resources, Safety, etc.), or
- [the CCH Compliance Program.](#)

How to report a compliance concern to the System Compliance Program:

In writing to:
The Corporate Compliance Program
Cook County Health & Hospitals System
1950 West Polk, Suite 9217
Chicago, IL 60612

Call our confidential hot line
1-866-489-4949

or
Report online
www.cchhs.ethicspoint.com

E-mail us
compliance@cookcountyhhs.org

**The Compliance Program is your resource.
We will help guide you in your decision-making.**

Cook County Health and Hospitals System
Audit and Compliance Committee Meeting
June 20, 2019

ATTACHMENT #3



AUDIT & COMPLIANCE COMMITTEE CHARTER SUMMARY DOCUMENT

- Provides a framework for reporting Corporate Compliance Program activities to the Board of Directors through the Audit & Compliance Committee and Chief Executive Officer
- Establishes formal reporting requirements through written reports and meeting minutes

Approval:

Audit & Compliance Committee of the Board of Directors on 04/16/2010

Subsequent Approval:

March 19, 2015



Category: GOVERNANCE		
Subject: CORPORATE COMPLIANCE	Page 1 of 4	Policy #: CC.
Title: AUDIT & COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS CHARTER	Approval Date:	Posting Date:

This document sets forth the duties and responsibilities, and governs the operations of the Audit & Compliance Committee of the Board of Directors of Cook County Health (CCH).

PURPOSE

CCH Chief Executive Officer (CEO) and the Board of Directors (Board) are committed to the proper oversight of our Audit and Compliance programs. In furtherance of this objective, the Board initiated an Audit and Compliance Committee (Committee)¹ composed of independent directors.

The purpose of the Committee is to provide oversight to the CCH internal audit and corporate compliance programs and monitor that systems are in place to ensure the quality of information used by the Board of CCH or by external agencies to evaluate the fiscal affairs and regulatory compliance. Additionally, the Audit and Compliance Committee will provide oversight to ensure the Board of Directors and management of CCH establishes a culture based on honesty and integrity.

The Committee shall advise the Board in matters relating to:

- a) the integrity of CCH financial reporting,
- b) the effectiveness of CCH internal controls^s over financial reporting, operations, information technology and regulatory matters.
- c) the performance and effectiveness of CCH internal audit and corporate compliance programs and the independent public accountants,
- d) the implementation of standards and processes to ensure professional responsibility and honest behavior,
- e) the compliance with regulatory requirements, as they relate to and impact the operational areas above,
- f) risk management, as it relates to internal audit and corporate compliance, and
- g) the effectiveness of CCH internal controls relating to its information technology environment.

POLICY

1. The Board has established a Committee charged with the responsibility of providing oversight to the internal audit and corporate compliance programs of the organization to ensure the organization has adopted and implemented policies and procedures that will support compliance with applicable laws and regulations.

¹ Since the 1940s, this has been preferred method to provide financial oversight within their companies. For the last decade, the Office of Inspector General (OIG) in their compliance guidance has also promoted the same approach in ensuring compliance with all applicable laws and regulations. The OIG believes that creation of Board leadership "as a first step, a good faith and meaningful commitment on the part of the ... administration, especially the governing body and the CEO, will substantially contribute to a program's successful implementation." They also see that effective Board oversight of compliance as one of their critical fiduciary responsibilities.

Title: AUDIT & COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS CHARTER	Page 2 of 4	Policy # CC
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2. The primary goals of the Committee are to
 - a) assist the Board in fulfilling its fiduciary responsibilities relating to the regulatory and financial compliance with applicable laws, regulatory requirements, industry guidelines, and policies;
 - b) ensure the organization has adopted and implemented policies and procedures which will require CCH to act in compliance with applicable laws, regulations, and policies. This includes but is not limited to the quality and integrity of accounting, auditing, and compliance reporting methodologies and financial reporting that reflects the condition of the organization in all material respects;
 - c) review and approve annual internal audit and corporate compliance program plans and monitor the ongoing progress of said plans;
 - d) address and review matters concerning or related to the internal audit and corporate compliance programs; and
 - e) provide a vehicle for communication between the Board, CCH management, and the independent auditors concerning the internal audit and corporate compliance programs.

DEFINITIONS

“Counsel” refers to CCH Office of General Counsel or outside counsel as designated.

“Chief Compliance Officer” means the System Chief Compliance & Privacy Officer or his/her staff as designated by the Chief Compliance Officer.

“Director of Internal Audit” means the System Director of Internal Audit or his/her staff as designated by the Director of Internal Audit.

PROCEDURES

The Committee shall:

1. Be comprised of **a minimum of** three (3) to five (5) Board members with working knowledge of a health system, none of whom is an officer or employee of the organization, its subsidiaries or affiliates with one of which shall be deemed a financial expert.
2. Be independent of management and free of any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a committee member.
3. Have the authority to hire, terminate, and determine the compensation for the Chief Compliance Officer and the Director of Internal Audit.
4. Have the authority to engage independent counsel and other advisors, as it determines necessary to carry out its duties.
5. Provide independent oversight of CCH internal audit and corporate compliance programs, financial reporting processes, internal controls and independent auditors.
6. Meet in advance of meetings of the Board, at least four times annually and more frequently, as necessary and shall make recommendations to the Board annually, after consultation with the Chief Executive Officer, on those findings and matters within the scope of their responsibility.
7. Maintain minutes of all its meetings to document its activities and recommendations.

Title: AUDIT & COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS CHARTER	Page 2 of 4	Policy # CC
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8. Meet periodically with the Chief Compliance Officer, Director of Internal Audit, and the independent auditors to be kept informed on their independent evaluation of compliance with legal, regulatory, financial, accounting and auditing practices.

Title: AUDIT & COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS CHARTER	Page 3 of 4	Policy # CC
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9. Where there is an applicable exception under the Illinois Open Meetings Act Illinois Open Meetings Act: 5 ILCS 120/2(c) the Committee shall convene in closed session at least quarterly to review and discuss matters as they relate to the Committee.
10. Review policies and procedures relating to the integrity of financial information of the organization and those other related entities for the purpose of assuring adequacy of the internal controls and financial operations.
11. Review policies, procedures, and practices relating to information technology and related controls, for the purpose of ensuring the integrity of the internal controls for securing private and confidential information and the efficiency and effectiveness of information technology operations.
12. Review and approve annual internal audit and corporate compliance program plans and monitor the ongoing progress of said plans and ensure any related work is coordinated with the independent auditors.
13. Meet with the independent auditors and financial management to review the scope of the proposed audit for the current year and the audit procedures to be utilized and at the conclusion thereof review such audit, including any comments or recommendations of the independent auditors.
14. Review changes in the accounting standards and applicable policies and procedures with the independent auditors. Make appropriate recommendations to management and the Board on the findings included in the independent auditors' management letter.
15. Review the financial statements contained in the annual report with management to ensure that they are timely and free from material errors and that all appropriate disclosures are made. Determine that the independent auditors are satisfied with the disclosure and content of the financial statements.
16. Provide oversight to the implementation of the corporate compliance program, and ensure adherence to the ~~Standards of Conduct~~ Code of Ethics and Governmental Rules and Regulations and recommend any revisions thereto, as appropriate.
17. Provide oversight to the corporate compliance program relating to the conduct of business that will ensure that high ethical and conduct standards are met. Ensure the mission, values, and ~~Standards of Conduct~~ Code of Ethics are properly communicated to all employees on an annual basis.
18. Review matters relating to education, training and communication in connection with the ~~Standards of Conduct~~ Code of Ethics to ensure that the policies and procedures on compliance are properly disseminated, understood and followed.
19. Present to the Board, as appropriate, such measures and recommend such actions as may be necessary or desirable to assist CCH in conducting its activities in compliance with applicable regulations, policies, and the ~~Standards of Conduct~~ Code of Ethics. This includes the results of individual audits, related findings and management's response to said findings.

Title: AUDIT & COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS CHARTER	Page 2 of 4	Policy # CC
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Title: AUDIT & COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS CHARTER	Page 4 of 4	Policy # CC
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ORIGINAL APPROVAL

At the Audit & Compliance Committee of the Board of Directors of the Cook County Health and Hospitals System on Friday, April 16, 2010 at John H. Stroger, Jr. Hospital of Cook County, 1901 W. Harrison Street, in the fifth floor conference room, Chicago, Illinois.

SUBSEQUENT APPROVAL

At the Audit & Compliance Committee of the Board of Directors of the Cook County Health and Hospitals System on March 19, 2015 at 1900 West Polk, 2nd Floor Conference Room, Chicago, Illinois.

REVIEW HISTORY:

Written: January 22, 2010

Updated: April 16, 2010

Updated: March 19, 2015

Approved: March 19, 2015

Updated: June 04, 2019

Approved:

Cook County Health and Hospitals System
Audit and Compliance Committee Meeting
June 20, 2019

ATTACHMENT #4



CORPORATE COMPLIANCE REPORTING RESPONSIBILITIES SUMMARY DOCUMENT

- Provides a framework for reporting Corporate Compliance Program activities to the Board of Directors through the Audit & Compliance Committee and Chief Executive Officer
- Establishes formal reporting requirements through written reports and meeting minutes

Approval:

Audit & Compliance Committee of the Board of Directors on 01/18/2011



		Category: CCH SYSTEM WIDE	
Subject: CORPORATE COMPLIANCE		Page 1 of 3	Policy #: CC.
Title: CORPORATE COMPLIANCE REPORTING TO THE GOVERNANCE AUTHORITIES OF CCH		Approval Date:	Posting Date:

PURPOSE

Cook County Health (collectively, "CCH") is committed to high ethical and moral standards, as well as ethical and legal business conduct at all levels of the organization. The Office of Corporate Compliance functions to prevent and detect violations of applicable laws and regulations. Therefore, it is the policy of CCH to have in place a system for reporting Corporate Compliance activities to the CCH Board of Directors (Board) through the Audit & Compliance Committee and the CCH Chief Executive Officer (CEO).

AFFECTED AREAS

This policy applies to the Office of Corporate Compliance, CCH Board of Directors, and the CCH CEO.

POLICY

- A. The Board has an obligation with respect to the duty of care, which arises in two distinct contexts:
 1. The decision-making function – application of duty of care principles to a specific decision made by the Board or action performed by the Board; and
 2. The oversight function – application of the duty of care principles in relation to the Board's general activity with respect to business operations (e.g. exercising reasonable care to assure that CCH senior leadership carry out their management responsibilities and comply with the law).
- B. The Board must act in good faith in the exercise of its oversight responsibility for the entire organization, including oversight of the CCH Corporate Compliance Program. With these obligations in mind and considering the ongoing expansion of health care regulatory enforcement activities, monitoring the Corporate Compliance Program is critical. This includes making inquiries of the Corporate Compliance Program to ensure that:
 1. There are Corporate Compliance Program information and reporting systems that exist and are operational; and
 2. The Board has adequate and appropriate information related to the Corporate Compliance Program in order to fulfil its oversight responsibilities.
- C. The Board has the responsibility to make a good faith effort to support and monitor the Corporate Compliance Program. In turn, Corporate Compliance must provide the Board with information as it relates to compliance risk and organizational impact to support the Board's duty of care responsibilities.
- D. CCH has the responsibility to establish guidelines for reporting compliance violations to the Board. The Board should understand the process used by operational leadership for evaluating and responding to violations reported and substantiated, in relation to CCH's policies, as well as applicable federal and state laws. Information reported to the Board should be sufficient for the Board to evaluate the appropriateness of the organization's response.
- E. The Chief Compliance & Privacy Officer or designee shall maintain communication between the Board and its committees, independent auditors, and senior management. The Chief Compliance & Privacy Officer shall

Title: CORPORATE COMPLIANCE REPORTING TO THE GOVERNANCE AUTHORITIES OF CCH	Page 2 of 3	Policy # CC
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address and review matters concerning or relating to the Corporate Compliance Program and making the appropriate parties aware of issues as deemed necessary or required by CCH policy.

PROCEDURE

- A. The Chief Compliance & Privacy Officer, or their designee, will provide a formal report on the status of the CCH Corporate Compliance Program to the Board through the Audit & Compliance Committee and the CEO. The Chief Compliance & Privacy Officer or designee will provide such reports on a regular basis, and as needed between regularly scheduled meetings. Issues of high compliance risk and high organizational impact will be reported at the time Corporate Compliance has knowledge of the incident.
- B. The Chief Compliance & Privacy Officer or designee will ensure that Board-level reporting addresses both reactive issues and proactive Compliance Program activities. Reporting shall include, at a minimum, information regarding:
 1. Valid, substantiated high compliance risk and high organizational impact concerns along with plans for remediation;
 2. The status of ongoing investigations;
 3. Trends and patterns of compliance-related issues;
 4. Corporate Compliance Program statistics (e.g. hot-line statistics, audit results, etc.);
 5. Plans for ongoing education and focused education;
 6. Corporate Compliance Program intervention and corrective actions; and
 7. Corporate Compliance Program work plan(s).
- C. Audit & Compliance Committee of the Board meeting minutes should include the report of Corporate Compliance and any discussions regarding compliance issues.
- D. The minutes of the Audit & Compliance Committee shall be reviewed by the Board as a whole.
- E. The Chief Compliance & Privacy Officer or designee must be available to the full Board to respond to any inquiries and questions related to Audit & Compliance Committee reporting and actions (e.g. policy approvals, approval of corrective action plans, audit matters, etc.).
- F. The Chief Compliance & Privacy Officer or designee will be available to meet with independent Board members in executive session.

POLICY REVIEW/UPDATE SCHEDULE

Every three (3) years, or more often as appropriate.

REGULATORY REFERENCES

[Corporate Responsibility and Corporate Compliance: A Resource for Health Care Boards of Directors by the Office of Inspector General of the U.S. Department of Health and Human Services and the American Health Lawyers Association](#)

[Department of Health and Human Services, Office of Inspector General: Compliance Resources](#)

[Patient Protection and Affordable Care Act \(PPACA\), Section 6401](#)

State of Illinois Contract between the Department of Healthcare and Family Services and County of Cook, a Body Politic and Corporate by and through its Cook County Health and Hospitals System for Furnishing Health Services by a County Managed Care Community Network, 2018-24-201

[United States Sentencing Commission Guidelines: 2015 Chapter 8 — Sentencing of Organizations](#)

Title: CORPORATE COMPLIANCE REPORTING TO THE GOVERNANCE AUTHORITIES OF CCH	Page 2 of 3	Policy # CC
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POLICY REFERENCES

CCH Code of Ethics

CCH Corporate Compliance Program Policy

Title: CORPORATE COMPLIANCE REPORTING TO THE GOVERNANCE AUTHORITIES OF CCH	Page 3 of 3	Policy # CC
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POLICY LEAD

Cathy Bodnar, MS, RN, CHC
Chief Compliance & Privacy Officer
Cook County Health

REVIEWER

John Jay Shannon, MD
Chief Executive Officer

APPROVAL PARTY

CCH Audit & Compliance Committee
Approved on [INSERT DATE]

REVIEW HISTORY:

Written: 12/03/2010
Approval: 01/18/2011¹

¹ Initial approval at the Audit and Compliance Committee of the Board of Directors of Cook County Health and Hospitals System on Tuesday, January 18, 2011 at John H. Stroger, Jr. Hospital of Cook County, 1900 W. Harrison Street, in the fifth floor conference room, Chicago, Illinois.

Updated: 05/31/2019
Approval:

Cook County Health and Hospitals System
Audit and Compliance Committee Meeting
June 20, 2019

ATTACHMENT #5



COMPLIANCE PROGRAM HOT LINE CHARTER SUMMARY DOCUMENT

- Supports effective lines of communication, an essential element of a compliance program
- Provides a confidential mechanism for workforce members to report concerns and allows reporters to remain anonymous
- Compels the Corporate Compliance Program to promptly and properly address and resolve compliance concerns brought to their attention.

Adoption:

Audit & Compliance Committee of the Board of Directors on 06/08/2010



HEALTH		Category: CCH SYSTEM WIDE	
Subject: CORPORATE COMPLIANCE		Page 1 of 2	Policy #: CC.
Title: COMPLIANCE PROGRAM HOT LINE CHARTER		Approval Date:	Posting Date:

PURPOSE

A primary function of the Corporate Compliance Program is to ensure that workforce members have an outlet to report problems and concerns if other processes are ineffective or inappropriate. The Corporate Compliance Hot Line is one mechanism to allow workforce members to report concerns confidentially, reporters may remain anonymous, thereby avoiding potential retaliation.

To support effective lines of communication, a hot line should be available to all workforce members 24/7 with both telephonic and electronic access; information about accessing the hot line should be conspicuously posted.

Matters reported through the hot line or other communication sources that suggest substantial violations of compliance policies, regulations, or statutes should be documented and investigated promptly to determine their veracity.

Cook County Health (CCH) has established and will maintain a Corporate Compliance Hot line function that meets the following terms:

- A. The Chief Compliance & Privacy Officer or designee is charged with ensuring that all issues reported to the Corporate Compliance Hot Line via telephone calls, via the online reporting method, or via other communication methods shall be acted upon in a timely fashion as required by CCH policies and procedures.
- B. All those who contact the hot line operation shall be assured anonymity, or in the case where the contact identifies themselves, confidentiality.
- C. All those who are employed and involved in the hot line operation are expected to act with utmost discretion and integrity in ensuring that information received is acted upon in a reasonable and proper manner.
- D. The Office of Corporate Compliance individuals responsible for hot line operations and in collaboration with other CCH departments, including but not limited to Human Resources and General Counsel, will maintain complete and accurate records of information received, and will also take all appropriate steps to avoid compromising those with whom they are in communication.
- E. All information identifying hot line reports, or information which could lead to the identification of reporters or correspondents to the hot line operation, will be expunged once record retention requirements are met.
- F. The Chief Compliance & Privacy Officer or designee shall have the responsibility, autonomy, authority and necessary resources to ensure that all compliance issues and concerns reported to the hot line operation are promptly and appropriately addressed and resolved.
- G. The Chief Compliance & Privacy Officer or designee shall communicate any matter deemed potentially illegal to the office of the CCH General Counsel.
- H. The Chief Compliance & Privacy Officer or designee has the responsibility and authority to ensure that any matter requiring external reporting to grant funders, regulatory or law enforcement agencies is properly disclosed.
- I. The Chief Compliance & Privacy Officer or designee has the responsibility and authority to bring such an issue to the attention of the senior executives in cases where, in his or her good-faith judgment, it is appropriate to do so.

Title: COMPLIANCE PROGRAM HOT LINE CHARTER	Page 2 of 2	Policy # CC.
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REVIEW HISTORY:

Initial Adoption: 06/08/2010¹

Request Approval: 06/20/2019

¹ Initial adoption by the Audit & Compliance Committee of the Board of Directors of the Cook County Health on Tuesday, June 8, 2010 at the hour of 9:30 A.M., at John H. Stroger, Jr. Hospital of Cook County, 1901 W. Harrison Street, in the fifth floor conference room, Chicago, Illinois.